

Timothy F. Nixon
Carla O. Andres (*Pro Hac Vice*)
GODFREY & KAHN, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202
Telephone: (414) 273-3500
Facsimile: (414) 273-5198

Attorneys for Fee Examiner

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| | : | |
| In re: | : | Chapter 11 |
| | : | |
| MOTORS LIQUIDATION COMPANY, <i>et al.</i> , | : | Case No. 09-50026 |
| f/k/a General Motors Corp., <i>et al.</i> , | : | (Jointly Administered) |
| | : | |
| Debtors. | : | Honorable Robert E. Gerber |
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| ----- | X | |

**ORDER GRANTING THE THIRD AND FOURTH APPLICATIONS OF BROWNFIELD
PARTNERS, LLC FOR ALLOWANCE OF INTERIM COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
INCURRED FROM FEBRUARY 1, 2010 THROUGH SEPTEMBER 30, 2010**

Upon consideration of (i) the application of Brownfield Partners, LLC (“**Brownfield**”) seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith (the “**Brownfield Third Interim Fee Application**”), for the period of February 1, 2010 through May 31, 2010 (the “**Third Compensation Period**”), and (ii) the application of Brownfield seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith (the “**Brownfield Fourth Interim Fee Application**”), for the period of June 1, 2010 through September 30, 2010 (the “**Fourth Compensation Period**”), pursuant to sections 330 and 331 of

title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), filed by Brownfield, and (iii) the report and objection of the appointed fee examiner in these chapter 11 cases (the “**Fee Examiner**”) to the Brownfield Third and Fourth Interim Fee Applications (the “**Fee Examiner’s Reports and Limited Objections**”), and (iv) the response of the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) with respect to the Third and Fourth Interim Fee Applications (“the “**U.S. Trustee Responses**”); and notice having been given pursuant to Bankruptcy Rule 2002(a)(6) and (c)(2) and the *Fourth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures* (Docket No. 6750), and it appearing that no other or further notice need be provided; and in accordance with the global resolution reached between the Fee Examiner and Brownfield regarding outstanding fee issues related to Brownfield’s Third and Fourth Interim Fee Applications (the “**Brownfield Fee Resolution**”); and it appearing that the amounts set forth on Schedule “A” and Schedule “B” properly reflect the Brownfield Fee Resolution; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, pursuant to sections 330 and 331 of the Bankruptcy Code, Brownfield’s Third and Fourth Interim Fee Applications are granted as provided in Schedule “A”; and it is further

ORDERED that payment of ten percent (10%) of the fees awarded herein as set forth on Schedule “A” shall continue to be held back until further order of the Court (the “**Holdback**”); and it is further

ORDERED that the Debtors are directed and authorized, upon entry of this Order, to pay Brownfield promptly by wire transfer or check all the fees and expenses allowed herein less the Holdback; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
January 19, 2011.

s/ Robert E. Gerber
United States Bankruptcy Judge

SCHEDULE A

SCHEDULE A

Third Compensation Period: February 1, 2010 to May 31, 2010

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, et al. (f/k/a General Motors Corp. et al.)

| Applicant | Date/Dkt. No. of Application | Fees Requested | Fees Awarded (Including Fees Held Back) | Fees Held Back (10%) | Fees Payable by Debtors | Expenses Requested | Expenses Awarded |
|--------------------------------|------------------------------------|-------------------|---|-------------------------|-------------------------------|-----------------------|---------------------|
| Brownfield Partners, LLC | 8/05/2010 Docket No. 6541 | \$416,398.80 | \$404,664.58 | \$40,466.45 | \$364,198.13 | \$14,930.47 | \$14,856.64 |

Fourth Compensation Period: June 1, 2010 to September 30, 2010

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, et al. (f/k/a General Motors Corp. et al.)

| Applicant | Date/Dkt. No. of Application | Fees Requested | Fees Awarded (Including Fees Held Back) | Fees Held Back (10%) | Fees Payable by Debtors | Expenses Requested | Expenses Awarded |
|--------------------------------|------------------------------------|-------------------|---|-------------------------|-------------------------------|-----------------------|---------------------|
| Brownfield Partners, LLC | 11/15/2010 Docket No. 7759 | \$58,415.68 | \$58,415.68 | \$5,841.57 | \$52,574.11 | \$20,125.99 | \$1,938.00 |

Schedule A

Date: January 19, 2011

Initials: REG, USBJ

SCHEDULE B

SCHEDULE B

Summary: All Compensation Periods

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, et al. (f/k/a General Motors Corp. et al.)

| Applicant | Total Fees Requested | Total Fees Awarded (Including Fees Held Back) | Fees Held Back (10%) | Total Fees Payable by Debtors | Total Expenses Requested | Total Expenses Awarded |
|--------------------------|-----------------------------|--|-----------------------------|--------------------------------------|---------------------------------|-------------------------------|
| Brownfield Partners, LLC | \$1,070,486.63 | \$1,047,573.66 | \$104,757.37 | \$942,816.30 | \$78,832.07 | \$56,413.13 |

Schedule B

Date: January 19, 2011

Initials: REG, USBJ

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